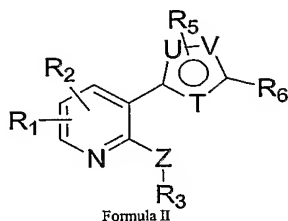


Claims

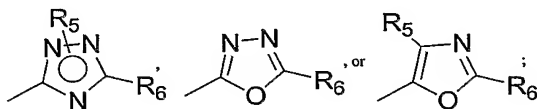
What is claimed is:

1. A compound having Formula II:



- 5 or pharmaceutically acceptable salts, stereoisomers, hydrates or pro-drugs thereof, wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR₄;

- 10 R₁, R₂, or R₅ each independently is:

- 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C₁-C₈ alkyl;
- 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 15 5) C₁-C₈ alkoxy;
- 6) C₃-C₈ cycloalkyl or heterocyclyl;
- 7) C₄-C₈ cycloalkylalkyl or heterocyclylalkyl;
- 8) C₃-C₁₀ aryl;
- 9) C₅-C₁₀ aralkyl;
- 20 10) C₆-C₁₀ aryloxy;
- 11) NH₂, NHR₇, or NR₇R₇; or
- 12) -SO₂R₇,

- wherein R₇ is independently H, hydroxyl, halo, C₁-C₆ alkyl optionally substituted with at least one R₁₀, C₁-C₆ alkoxy optionally substituted with at least one R₁₀, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₀, C₄-C₈ heterocycloalkyl optionally substituted with at least one R₁₀, C₃-C₁₀ aryl optionally substituted with at least one R₁₀, NH₂, NHR₁₀, NR₁₀R₁₀, or SO₂R₁₀, wherein R₁₀ is independently halo, cyano, nitro, C₁-C₄
- 25

alkyl, C₁-C₄ alkoxy, or NH₂; optionally, R₁ and R₂ taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl ring;

R₃ is:

- 1) hydrogen;
- 5 2) C₁-C₈ alkyl;
- 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 5) C₁-C₈ alkoxy;
- 6) C₃-C₁₀ cycloalkyl or heterocyclyl;
- 10 7) C₄-C₁₀ cycloalkylalkyl or heterocyclalkyl;
- 8) C₃-C₁₀ aryl;
- 9) C₄-C₁₀ aralkyl;
- 10) carbonyl; or
- 11) -SO₂R₈, -CO₂R₈, -SR₈, or -SOR₈;

- 15 wherein R₈ is independently H, halo, cyano, nitro, C₁-C₄ alkyl optionally substituted with at least one R₁₁, C₁-C₄ alkoxy optionally substituted with at least one R₁₁, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₁, C₃-C₈ heterocyclyl optionally substituted with at least one R₁₁, C₆-C₁₀ aryl optionally substituted with at least one R₁₁, C₆-C₁₀ aralkyl optionally substituted with at least one R₁₁, NH₂, NHR₁₁,
20 NR₁₁R₁₁, or SO₂R₁₁, wherein R₁₁ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₆-C₁₀ aryl, C₃-C₈ aralkyl, C₃-C₈ heterocyclyl, or NH₂,

R₄ is:

- 1) hydrogen;
- 2) C₁-C₈ alkyl;
- 25 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 5) C₃-C₈ cycloalkyl or heterocyclyl;
- 6) C₄-C₈ cycloalkylalkyl or heterocyclalkyl;
- 7) C₃-C₁₀ aryl;
- 30 8) C₅-C₁₀ aralkyl;
- 9) carbonyl; or
- 10) -SO₂R₁₂, or -SOR₁₂;

wherein R₁₂ is independently H, halo, cyano, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₃, C₁-C₄ alkoxy optionally substituted with at least one R₁₃,

C₃-C₈ cycloalkyl optionally substituted with at least one R₁₃, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₃, C₃-C₁₀ aryl optionally substituted with at least one R₁₃, NH₂, NHR₁₃, NR₁₃R₁₃, or SO₂R₁₃, wherein R₁₃ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₃-C₉ aryl, C₃-C₈ heterocyclalkyl, or NH₂; optionally, 5 R₃ and R₄ are taken together to form a C₄-C₆ heterocyclyl optionally substituted with R₁₃, or aryl; and

R₆ is:

- 1) C₁-C₈ alkyl;
- 2) C₂-C₈ alkenyl;
- 10 3) C₂-C₈ alkynyl;
- 4) C₁-C₈ alkoxy;
- 5) C₃-C₁₀ cycloalkyl or heterocyclyl;
- 6) C₄-C₁₀ cycloalkylalkyl or heterocyclalkyl;
- 7) C₄-C₁₀ aryl;
- 15 8) C₅-C₁₀ aralkyl; or
- 9) NH₂, NHR₉ or NR₉R₉,

wherein R₉ is independently hydroxyl, halo, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₄, C₂-C₆ alkynyl optionally substituted with at least one R₁₄, C₁-C₆ alkoxy optionally substituted with at least one R₁₄, C₃-C₁₀ cycloalkyl 20 optionally substituted with at least one R₁₄, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₄, C₄-C₈ cycloalkylalkyl optionally substituted with R₁₄, heterocyclalkyl optionally substituted with R₁₄, C₄-C₁₀ aryl optionally substituted with at least one R₁₄, C₅-C₁₀ aralkyl optionally substituted with at least one R₁₄, -NH₂, -NHR₁₄, -NR₁₄R₁₄, or -SO₂-R₁₄, wherein R₁₄ is independently halo, cyano, nitro, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₄-C₉ cycloalkyl, C₄-C₉ heterocycloalkyl, C₄-C₁₀ aryl, -SO₂(C₆-C₁₀ aryl), -NH₂, -NH[(C₁-C₄) alkyl], -N[(C₁-C₄) alkyl]₂, -NH(C₅-C₈ heterocyclalkyl), -NH(C₆-C₈ aryl), or -NH(C₆-C₈ heterocyclyl). 25

30 2. The compounds according to claim 1, wherein Z is O or NH.

3. The compounds according to claim 1, wherein R₁, R₂, or R₅ is substituted with R₇, wherein R₇ is independently hydroxyl, halo, C₁-C₆ alkyl optionally substituted with at least one R₁₀, C₁-C₆ alkoxy optionally substituted with at least one R₁₀, C₃-C₈ cycloalkyl

optionally substituted with at least one R₁₀, C₄-C₈ heterocycloalkyl optionally substituted with at least one R₁₀, C₃-C₁₀ aryl optionally substituted with at least one R₁₀, NH₂, NHR₁₀, NR₁₀R₁₀, or SO₂R₁₀, wherein R₁₀ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, or NH₂.

5

4. The compounds according to claim 1, wherein R₁ and R₂ taken together form a ring structure including cycloalkyl, heterocyclyl or aryl rings.

5. The compound according to claim 1, wherein R₃ is substituted with R₈ wherein R₈ is independently halo, cyano, nitro, C₁-C₄ alkyl optionally substituted with at least one R₁₁, C₁-C₄ alkoxy optionally substituted with at least one R₁₁, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₁, C₃-C₈ heterocyclyl optionally substituted with at least one R₁₁, C₆-C₁₀ aryl optionally substituted with at least one R₁₁, C₆-C₁₀ aralkyl optionally substituted with at least one R₁₁, NH₂, NHR₁₁, NR₁₁R₁₁, or SO₂R₁₁, wherein R₁₁ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₆-C₁₀ aryl, C₃-C₈ aralkyl, C₃-C₈ heterocyclyl, or NH₂.

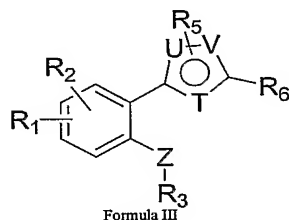
6. The compound according to claim 1, wherein R₄ is substituted with R₁₂ wherein R₁₂ is independently halo, cyano, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₃, C₁-C₄ alkoxy optionally substituted with at least one R₁₃, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₃, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₃, C₃-C₁₀ aryl optionally substituted with at least one R₁₃, NH₂, NHR₁₃, NR₁₃R₁₃, or SO₂R₁₃, wherein R₁₃ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₃-C₉ aryl, C₃-C₈ heterocyclalkyl, or NH₂.

25

7. The compound according to claim 1, wherein R₆ is substituted with R₉ wherein R₉ is independently hydroxyl, halo, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₄, C₂-C₆ alkynyl optionally substituted with at least one R₁₄, C₁-C₆ alkoxy optionally substituted with at least one R₁₄, C₃-C₁₀ cycloalkyl optionally substituted with at least one R₁₄, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₄, C₄-C₈ cycloalkylalkyl optionally substituted with R₁₄, heterocyclalkyl optionally substituted with R₁₄, C₄-C₁₀ aryl optionally substituted with at least one R₁₄, C₅-C₁₀ aralkyl optionally substituted with at least one R₁₄, -NH₂, -NHR₁₄, -NR₁₄R₁₄, or -SO₂-R₁₄, wherein R₁₄ is independently halo, cyano, nitro, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₄-C₉ cycloalkyl, C₄-C₉

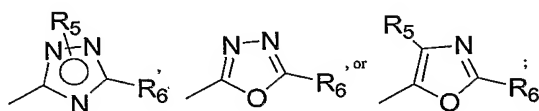
heterocycloalkyl, C₄-C₁₀ aryl, -SO₂(C₆-C₁₀ aryl), -NH₂, -NH[(C₁-C₄) alkyl], -N[(C₁-C₄) alkyl]₂, -NH(C₅-C₈ heterocyclylalkyl), -NH(C₆-C₈ aryl), or -NH(C₆-C₈ heterocyclyl).

8. A compound of Formula III:



5 wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR₄;

R₁, R₂, or R₅ each independently is:

- 10 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C₁-C₈ alkyl;
- 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 5) C₁-C₈ alkoxy;
- 15 6) C₃-C₈ cycloalkyl or heterocyclyl;
- 7) C₄-C₈ cycloalkylalkyl or heterocyclylalkyl;
- 8) C₃-C₁₀ aryl;
- 9) C₅-C₁₀ aralkyl;
- 10) C₆-C₁₀ aryloxy;
- 20 11) NH₂, NHR₇, or NR₇R₇; or
- 12) -SO₂R₇,

wherein R₇ is independently H, hydroxyl, halo, C₁-C₆ alkyl optionally substituted with at least one R₁₀, C₁-C₆ alkoxy optionally substituted with at least one R₁₀, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₀, C₄-C₈ heterocycloalkyl optionally substituted with at least one R₁₀, C₃-C₁₀ aryl optionally substituted with at least one R₁₀, NH₂, NHR₁₀, NR₁₀R₁₀, or SO₂R₁₀, wherein R₁₀ is independently halo, cyano, nitro, C₁-C₄

alkyl, C₁-C₄ alkoxy, or NH₂; optionally, R₁ and R₂ taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl ring;

R₃ is:

- 1) hydrogen;
- 5 2) C₁-C₈ alkyl;
- 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 5) C₁-C₈ alkoxy;
- 6) C₃-C₁₀ cycloalkyl or heterocyclyl;
- 10 7) C₄-C₁₀ cycloalkylalkyl or heterocyclalkyl;
- 8) C₃-C₁₀ aryl;
- 9) C₄-C₁₀ aralkyl;
- 10) carbonyl; or
- 11) -SO₂R₈, -CO₂R₈, -SR₈, or -SOR₈;

- 15 wherein R₈ is independently H, halo, cyano, nitro, C₁-C₄ alkyl optionally substituted with at least one R₁₁, C₁-C₄ alkoxy optionally substituted with at least one R₁₁, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₁, C₃-C₈ heterocyclyl optionally substituted with at least one R₁₁, C₆-C₁₀ aryl optionally substituted with at least one R₁₁, C₆-C₁₀ aralkyl optionally substituted with at least one R₁₁, NH₂, NHR₁₁,
 20 NR₁₁R₁₁, or SO₂R₁₁, wherein R₁₁ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₆-C₁₀ aryl, C₃-C₈ aralkyl, C₃-C₈ heterocyclyl, or NH₂,

R₄ is:

- 1) hydrogen;
- 2) C₁-C₈ alkyl;
- 25 3) C₂-C₈ alkenyl;
- 4) C₂-C₈ alkynyl;
- 5) C₃-C₈ cycloalkyl or heterocyclyl;
- 6) C₄-C₈ cycloalkylalkyl or heterocyclalkyl;
- 7) C₃-C₁₀ aryl;
- 30 8) C₅-C₁₀ aralkyl;
- 9) carbonyl; or
- 10) -SO₂R₁₂, or -SOR₁₂;

wherein R₁₂ is independently H, halo, cyano, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₃, C₁-C₄ alkoxy optionally substituted with at least one R₁₃,

C₃-C₈ cycloalkyl optionally substituted with at least one R₁₃, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₃, C₃-C₁₀ aryl optionally substituted with at least one R₁₃, NH₂, NHR₁₃, NR₁₃R₁₃, or SO₂R₁₃, wherein R₁₃ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₃-C₉ aryl, C₃-C₈ heterocyclalkyl, or NH₂; optionally, 5 R₃ and R₄ are taken together to form a C₄-C₆ heterocyclyl optionally substituted with R₁₃, or aryl; and

R₆ is:

- 1) C₁-C₈ alkyl;
- 2) C₂-C₈ alkenyl;
- 10 3) C₂-C₈ alkynyl;
- 4) C₁-C₈ alkoxy;
- 5) C₃-C₁₀ cycloalkyl or heterocyclyl;
- 6) C₄-C₁₀ cycloalkylalkyl or heterocyclalkyl;
- 7) C₄-C₁₀ aryl;
- 15 8) C₅-C₁₀ aralkyl; or
- 9) NH₂, NHR₉ or NR₉R₉,

wherein R₉ is independently hydroxyl, halo, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₄, C₂-C₆ alkynyl optionally substituted with at least one R₁₄, C₁-C₆ alkoxy optionally substituted with at least one R₁₄, C₃-C₁₀ cycloalkyl 20 optionally substituted with at least one R₁₄, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₄, C₄-C₈ cycloalkylalkyl optionally substituted with R₁₄, heterocyclalkyl optionally substituted with R₁₄, C₄-C₁₀ aryl optionally substituted with at least one R₁₄, C₅-C₁₀ aralkyl optionally substituted with at least one R₁₄, -NH₂, -NHR₁₄, -NR₁₄R₁₄, or -SO₂-R₁₄, wherein R₁₄ is independently halo, cyano, nitro, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₄- 25 C₉ cycloalkyl, C₄-C₉ heterocycloalkyl, C₄-C₁₀ aryl, -SO₂(C₆-C₁₀ aryl), -NH₂, -NH[(C₁-C₄) alkyl], -N[(C₁-C₄) alkyl]₂, -NH(C₅-C₈ heterocyclalkyl), -NH(C₆-C₈ aryl), or -NH(C₆-C₈ heterocyclyl).

9. The compound according to claim 8, wherein Z is O or NR₄. 30

10. The compound according to claim 8, wherein R₁, R₂, or R₅ is substituted with R₇ wherein R₇ is independently hydroxyl, halo, C₁-C₆ alkyl optionally substituted with at least one R₁₀, C₁-C₆ alkoxy optionally substituted with at least one R₁₀, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₀, C₄-C₈ heterocycloalkyl optionally substituted

with at least one R_{10} , C_3 - C_{10} aryl optionally substituted with at least one R_{10} , NH_2 , NHR_{10} , $NR_{10}R_{10}$, or SO_2R_{10} , wherein R_{10} is independently halo, cyano, nitro, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, or NH_2 .

5 11. The compound according to claim 8, wherein when taken together R_1 and R_2 form a ring structure including cycloalkyl, heterocyclyl, or aryl.

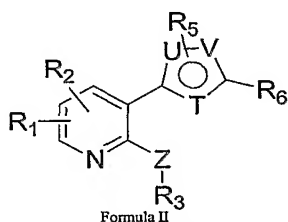
12. The compound according to claim 8, wherein R_3 is substituted with R_8 wherein R_8 is independently halo, cyano, nitro, C_1 - C_4 alkyl optionally substituted with at
10 least one R_{11} , C_1 - C_4 alkoxy optionally substituted with at least one R_{11} , C_3 - C_8 cycloalkyl optionally substituted with at least one R_{11} , C_3 - C_8 heterocyclyl optionally substituted with at least one R_{11} , C_6 - C_{10} aryl optionally substituted with at least one R_{11} , C_6 - C_{10} aralkyl optionally substituted with at least one R_{11} , NH_2 , NHR_{11} , $NR_{11}R_{11}$, or SO_2R_{11} , wherein
15 R_{11} is independently halo, cyano, nitro, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_6 - C_{10} aryl, C_3 - C_8 aralkyl, C_3 - C_8 heterocyclyl, or NH_2 .

13. The compound according to claim 8, wherein R_4 is substituted with R_{12} wherein R_{12} is independently halo, cyano, nitro, C_1 - C_6 alkyl optionally substituted with at least one R_{13} , C_1 - C_4 alkoxy optionally substituted with at least one R_{13} , C_3 - C_8 cycloalkyl
20 optionally substituted with at least one R_{13} , C_2 - C_8 heterocyclyl optionally substituted with at least one R_{13} , C_3 - C_{10} aryl optionally substituted with at least one R_{13} , NH_2 , NHR_{13} , $NR_{13}R_{13}$, or SO_2R_{13} , wherein R_{13} is independently halo, cyano, nitro, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_3 - C_9 aryl, C_3 - C_8 heterocyclalkyl, or NH_2 .

25 14. The compound according to claim 8, wherein R_6 is substituted with R_9 wherein R_9 is independently hydroxyl, halo, nitro, C_1 - C_6 alkyl optionally substituted with at least one R_{14} , C_2 - C_6 alkynyl optionally substituted with at least one R_{14} , C_1 - C_6 alkoxy optionally substituted with at least one R_{14} , C_3 - C_{10} cycloalkyl optionally substituted with at least one R_{14} , C_2 - C_8 heterocyclyl optionally substituted with at least one R_{14} , C_4 - C_8
30 cycloalkylalkyl optionally substituted with R_{14} , heterocyclalkyl optionally substituted with R_{14} , C_4 - C_{10} aryl optionally substituted with at least one R_{14} , C_5 - C_{10} aralkyl optionally substituted with at least one R_{14} , $-NH_2$, $-NHR_{14}$, $-NR_{14}R_{14}$, or $-SO_2R_{14}$, wherein R_{14} is independently halo, cyano, nitro, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_4 - C_9 cycloalkyl, C_4 - C_9

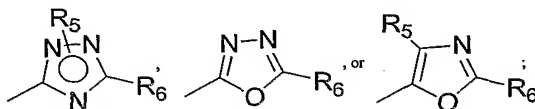
heterocycloalkyl, C₄-C₁₀ aryl, -SO₂(C₆-C₁₀ aryl), -NH₂, -NH[(C₁-C₄) alkyl], -N[(C₁-C₄) alkyl]₂, -NH(C₅-C₈ heterocyclalkyl), -NH(C₆-C₈ aryl), or -NH(C₆-C₈ heterocycl).

15. A method for treating cancer comprising administering a therapeutically effective amount of a compound of Formula II to a subject in need of such treatment, wherein the compound of Formula II has the formula:



or pharmaceutically acceptable salts, stereoisomers, hydrates or pro-drugs thereof, wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR₄;

R₁, R₂, or R₅ each independently is:

- 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C₁-C₆ alkyl;
- 3) C₂-C₆ alkenyl;
- 4) C₂-C₆ alkynyl;
- 5) C₁-C₆ alkoxy;
- 6) C₃-C₈ cycloalkyl or heterocycl;
- 7) C₄-C₈ cycloalkylalkyl or heterocyclalkyl;
- 8) C₄-C₁₀ aryl;
- 9) C₅-C₁₀ aralkyl;
- 10) C₆-C₁₀ aryloxy;
- 11) NH₂, NHR₇, or NR₇R₇; or
- 12) -SO₂R₇,

wherein R₇ is independently H, hydroxyl, halo, C₁-C₄ alkyl optionally substituted with at least one R₁₀, C₁-C₄ alkoxy optionally substituted with at least one R₁₀, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₀, C₄-C₈ heterocycloalkyl optionally

substituted with at least one R_{10} , C_6-C_{10} aryl optionally substituted with at least one R_{10} , NH_2 , NHR_{10} , $NR_{10}R_{10}$, or SO_2R_{10} , wherein R_{10} is independently halo, cyano, nitro, C_1-C_4 alkyl, C_1-C_4 alkoxy, or NH_2 , wherein when taken together R_1 and R_2 form a ring structure including heterocyclyl or aryl rings;

5 R_3 is:

- 1) hydrogen;
- 2) C_1-C_6 alkyl;
- 3) C_2-C_6 alkenyl;
- 4) C_2-C_6 alkynyl;
- 10 5) C_1-C_6 alkoxy;
- 6) C_3-C_{10} cycloalkyl or heterocyclyl;
- 7) C_4-C_{10} cycloalkylalkyl or heterocyclalkyl;
- 8) C_4-C_{10} aryl;
- 9) C_4-C_{10} aralkyl;
- 15 10) carbonyl; or
- 11) $-SO_2R_8$, $-CO_2R_8$, $-SR_8$, or $-SOR_8$;

wherein R_8 is independently H, halo, cyano, nitro, C_1-C_4 alkyl optionally substituted with at least one R_{11} , C_1-C_4 alkoxy optionally substituted with at least one R_{11} , C_3-C_8 cycloalkyl optionally substituted with at least one R_{11} , C_3-C_8 heterocyclyl optionally substituted with at least one R_{11} , C_6-C_{10} aryl optionally substituted with at least one R_{11} , C_6-C_{10} aralkyl optionally substituted with at least one R_{11} , NH_2 , NHR_{11} , $NR_{11}R_{11}$, or SO_2R_{11} , wherein R_{11} is independently halo, cyano, nitro, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_6-C_{10} aryl, C_3-C_8 aralkyl, C_3-C_8 heterocyclyl, or NH_2 ,

R_4 is:

- 25 1) hydrogen;
- 2) C_1-C_6 alkyl;
- 3) C_2-C_6 alkenyl;
- 4) C_2-C_6 alkynyl;
- 5) C_3-C_8 cycloalkyl or heterocyclyl;
- 30 6) C_4-C_8 cycloalkylalkyl or heterocyclalkyl;
- 7) C_4-C_{10} aryl;
- 8) C_5-C_{10} aralkyl;
- 9) carbonyl; or
- 10) $-SO_2R_{12}$, or $-SOR_{12}$;

wherein R_{12} is independently H, halo, cyano, nitro, C_1 - C_6 alkyl optionally substituted with at least one R_{13} , C_1 - C_4 alkoxy optionally substituted with at least one R_{13} , C_3 - C_8 cycloalkyl optionally substituted with at least one R_{13} , C_2 - C_8 heterocyclyl optionally substituted with at least one R_{13} , C_6 - C_{10} aryl optionally substituted with at least one R_{13} , NH_2 , NHR_{13} , $NR_{13}R_{13}$, or SO_2R_{13} , wherein R_{13} is independently halo, cyano, nitro, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_3 - C_9 aryl, C_3 - C_8 heterocyclalkyl, or NH_2 ; and

R_6 is:

- 1) C_1 - C_6 alkyl;
- 2) C_2 - C_6 alkenyl;
- 10 3) C_2 - C_6 alkynyl;
- 4) C_1 - C_6 alkoxy;
- 5) C_3 - C_8 cycloalkyl or heterocyclyl;
- 6) C_4 - C_8 cycloalkylalkyl or heterocyclalkyl;
- 7) C_4 - C_{10} aryl;
- 15 8) C_5 - C_{10} aralkyl; or
- 9) $-NH_2$, $-NHR_9$, or $-NR_9R_9$,

wherein R_9 is independently hydroxyl, halo, nitro, C_1 - C_4 alkyl optionally substituted with at least one R_{14} , C_2 - C_4 alkynyl optionally substituted with at least one R_{14} , C_1 - C_4 alkoxy optionally substituted with at least one R_{14} , C_3 - C_8 cycloalkyl optionally substituted with at least one R_{14} , C_2 - C_8 heterocyclyl optionally substituted with at least one R_{14} , C_6 - C_{10} aryl optionally substituted with at least one R_{14} , C_5 - C_{10} aralkyl optionally substituted with at least one R_{14} , $-NH_2$, $-NHR_{14}$, $-NR_{14}R_{14}$, or $-SO_2R_{14}$, wherein R_{14} is independently halo, cyano, nitro, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_4 - C_9 cycloalkyl, C_6 - C_{10} aryl, C_4 - C_9 heterocycloalkyl, $-SO_2(C_6$ - C_{10} aryl), NH_2 , $-NH[(C_1$ - $C_4)$ alkyl], $-N[(C_1$ - $C_4)$ alkyl] $_2$, $-NH(C_5$ - C_9 heterocyclalkyl), $-NH(C_6$ - C_8 aryl), or $-NH(C_6$ - C_8 heterocyclyl) or a pharmaceutically acceptable salt, hydrate or pro-drug thereof, in combination with a pharmaceutically acceptable carrier.

16. The method according to claim 15, wherein Z is O or NH.

17. The method according to claim 15, wherein R_1 , R_2 , or R_5 is substituted with R_7 wherein R_7 is independently hydroxyl, halo, C_1 - C_6 alkyl optionally substituted with at least one R_{10} , C_1 - C_6 alkoxy optionally substituted with at least one R_{10} , C_3 - C_8 cycloalkyl optionally substituted with at least one R_{10} , C_4 - C_8 heterocycloalkyl optionally substituted

with at least one R₁₀, C₃-C₁₀ aryl optionally substituted with at least one R₁₀, NH₂, NHR₁₀, NR₁₀R₁₀, or SO₂R₁₀, wherein R₁₀ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, or NH₂.

5 18. The method according to claim 15, wherein R₁ and R₂ taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl.

10 19. The method according to claim 15, wherein R₃ is substituted with R₈ wherein R₈ is independently halo, cyano, nitro, C₁-C₄ alkyl optionally substituted with at least one R₁₁, C₁-C₄ alkoxy optionally substituted with at least one R₁₁, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₁, C₃-C₈ heterocyclyl optionally substituted with at least one R₁₁, C₆-C₁₀ aryl optionally substituted with at least one R₁₁, C₆-C₁₀ aralkyl optionally substituted with at least one R₁₁, NH₂, NHR₁₁, NR₁₁R₁₁, or SO₂R₁₁, wherein R₁₁ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₆-C₁₀ aryl, C₃-C₈ aralkyl, C₃-C₈ heterocyclyl, or NH₂.

20 20. The method according to claim 15, wherein R₄ is substituted with R₁₂ wherein R₁₂ is independently halo, cyano, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₃, C₁-C₄ alkoxy optionally substituted with at least one R₁₃, C₃-C₈ cycloalkyl optionally substituted with at least one R₁₃, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₃, C₃-C₁₀ aryl optionally substituted with at least one R₁₃, NH₂, NHR₁₃, NR₁₃R₁₃, or SO₂R₁₃, wherein R₁₃ is independently halo, cyano, nitro, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₃-C₉ aryl, C₃-C₈ heterocyclalkyl, or NH₂.

25 21. The method according to claim 15, wherein R₆ is substituted with R₉ wherein R₉ is independently hydroxyl, halo, nitro, C₁-C₆ alkyl optionally substituted with at least one R₁₄, C₂-C₆ alkynyl optionally substituted with at least one R₁₄, C₁-C₆ alkoxy optionally substituted with at least one R₁₄, C₃-C₁₀ cycloalkyl optionally substituted with at least one R₁₄, C₂-C₈ heterocyclyl optionally substituted with at least one R₁₄, C₄-C₈ cycloalkylalkyl optionally substituted with R₁₄, heterocyclalkyl optionally substituted with R₁₄, C₄-C₁₀ aryl optionally substituted with at least one R₁₄, C₅-C₁₀ aralkyl optionally substituted with at least one R₁₄, -NH₂, -NHR₁₄, -NR₁₄R₁₄, or -SO₂-R₁₄, wherein R₁₄ is independently halo, cyano, nitro, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₄-C₉ cycloalkyl, C₄-C₉

heterocycloalkyl, C₄-C₁₀ aryl, -SO₂(C₆-C₁₀ aryl), -NH₂, -NH[(C₁-C₄) alkyl], -N[(C₁-C₄) alkyl]₂, -NH(C₅-C₈ heterocyclalkyl), -NH(C₆-C₈ aryl), or -NH(C₆-C₈ heterocycl).

22. The method according to claim 15, wherein the dosage form is a tablet,
5 caplet, troche, lozenge, dispersion, suspension, suppository, solution, capsule, or patch.

23. The method according to claim 15, wherein the compound is administered in
about 0.001 mg/kg to about 100 mg/kg.

10 24. The method according to claim 15, wherein the compound is administered by
oral administration.